

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE: : CHAPTER 11
:
PHILADELPHIA NEWSPAPERS, LLC, ET AL : CASE NO. 09-11204 SR
:
DEBTOR(s) : JOINTLY ADMINISTERED

ORDER

AND Now, upon consideration of the Debtors' Motion For an Order Rejecting Asset Purchase Agreement and Related Agreements Between Certain of the Debtors and the McClatchy Company (McClatchy), the Joinder of the Official Committee of Unsecured Creditors, McClatchy's opposition thereto, after hearing held and for the reasons set forth in the preceding Opinion, it is hereby **ORDERED** that:

1. The Motion is Granted.
2. All objections to the Motion or the relief requested therein that have not been made, withdrawn, waived or settled, and all reservations of rights included therein, are overruled and disallowed on the merits.
3. The APA Agreements are rejected, if and to the extent necessary, under section 365 of the Bankruptcy Code effective as of the date of the Motion.
4. The Debtors do not waive any rights or claims that they have or may have against McClatchy or any other parties to the APA Agreements, whether or not such rights or claims are related to the rejection of the APA Agreements. Nothing in this Order shall impair the ability of the Debtors or any other party in interest to contest any

claim of McClatchy, including any assertion by McClatchy that Debtors other than Philadelphia Media Holdings, LLC are liable under the APA Agreements, or claims of any other creditor pursuant to applicable law or otherwise dispute, contest, setoff, or recoup any claim, or assert any rights, claims or defenses related thereto.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

By the Court:



Stephen Raslavich
Chief U.S. Bankruptcy Judge

Dated: January 13, 2010

Counsel for the Debtors

Lawrence G. McMichael, Esquire
Anne Marie Aaronson, Esquire
DILWORTH PAXSON LLP
1500 Market Street, Suite 3500E
Philadelphia, PA 19102

Mark K. Thomas, Esquire
Paul V. Possinger, Esquire
Peter J. Young, Esquire
PROSKAUER ROSE LLP
70 W. Madison, Suite 3800
Chicago, IL 60602

Counsel for the McClatchy Company

Douglas N. Candeub, Esquire
MORRIS JAMES LLP
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899-2306

Counsel for the Creditors Committee

Ben H. Logan, Esquire
O'MELVENY & MYERS LLP
400 South Hope Street
Los Angeles, CA 90071

Brya M Keilson, Esquire
ECKERT SEAMANS CHERIN & MELLOTT, LLC
Two Liberty Place
50 S. 16th Street, 22nd Floor
Philadelphia, PA 19102

Office of the United States Trustee

George Conway, Esquire
Assistant U.S. Trustee
833 Chestnut Street, Suite 500
Philadelphia PA 19106